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6/13SECURITIES AND EXCHANGE COMMISSION  
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BRANCH OF REGISTRATIONS  
AND  
EXAMINATIONS  
02SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III

|   |                   |
|---|-------------------|
| OMB APPROVAL  |                   |
| OMB Number:   | 3235-0123         |
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|-----------------|
| SEC FILE NUMBER |
| 8- 48591        |

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 ThereunderREPORT FOR THE PERIOD BEGINNING 4/1/07 AND ENDING 3/31/08  
MM/DD/YY MM/DD/YY

## A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Barnard Jacobs Mellet (USA) LLC

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM I.D. NO.

Three Stamford Plaza; 301 Tresser Blvd., 6th Fl., Suite 601

(No. and Street)

StamfordConnecticut06901

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Mr. Christopher Krolick(203) 973-2888

(Area Code - Telephone Number)

## B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Rayfield & Licata, PC

(Name - if individual, state last, first, middle name)

354 Eisenhower ParkwayLivingstonNJ07039

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

☒ Certified Public Accountant☐ Public Accountant☐ Accountant not resident in United States or any of its possessions.

PROCESSED

JUN 17 2008

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\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

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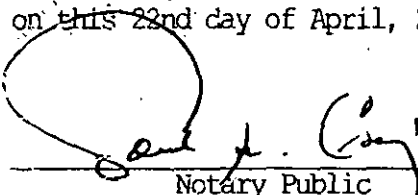
**AFFIRMATION**

I, Christopher Krolick, affirm that, to the best of my knowledge and belief the accompanying financial statements and supporting schedules pertaining to the firm of Barnard Jacobs Mellet (USA) LLC, as of March 31, 2008, are true and correct. I further affirm that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer.

Chris Krolick 4/22/08  
Signature Date

Chief Operating Officer  
Title

Subscribed and sworn to before me  
on this 22nd day of April, 2008

  
Notary Public

**PAUL E. CSABY**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES DEC. 31, 2010

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income.
- ☒ (d) Statement of Cash Flows.
- ☒ (e) Statement Changes in Members' Equity.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital for Brokers and Dealers Pursuant to Rule 15c3-1 Under the Securities Exchange Act of 1934.
- ☒ (h) Computation for Determination of Reserve Requirements for Brokers and Dealers Pursuant to Rule 15c3-3 under the Securities Exchange Act of 1934.
- ☐ (i) Information Relating to the Possession or Control Requirements Pursuant to Rule 15c3-3 under the Securities Exchange Act of 1934.
- ☐ (j) A Reconciliation, Including Appropriate Explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the Audited and Unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A Copy of the SIPC Supplemental Report.
- ☐ (n) A Report Describing any Material Inadequacies Found to Exist or Found to Have Existed Since the Date of the Previous Audit.
- ☒ (o) Independent Auditors' Report on Internal Control.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e) (3).

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Washington, DC  
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BARNARD JACOBS MELLET (USA) LLC  
(SEC I.D. No. 8-48591)

AUDITED STATEMENT OF FINANCIAL CONDITION  
AND SUPPLEMENTAL REPORT ON INTERNAL CONTROL

MARCH 31, 2008

Filed in accordance with Rule 17a-5(e) (3)  
under the Securities Exchange Act of 1934  
as a Public Document

# Rayfield & Licata

Certified Public Accountants

JOSEPH A. LICATA Sr.\*  
JOSEPH A. SPERANZA\*  
ROBERT R. ROSS\*  
JOSEPH A. LICATA\*  
CHRISTOPHER D. LICATA\*  
EDWARD J. LINDER\*

\* CPA - NJ, NY

## Members

Barnard Jacobs Mellet (USA) LLC

## Independent Auditors' Report

We have audited the accompanying statement of financial condition of Barnard Jacobs Mellet (USA) LLC as of March 31, 2008 that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the statement of financial condition presents fairly, in all material respects, the financial position of Barnard Jacobs Mellet (USA) LLC at March 31, 2008 in conformity with accounting principles generally accepted in the United States of America.



April 22, 2008  
Livingston, New Jersey

354 Eisenhower Parkway • Livingston, New Jersey 07039 • (973) 740-0200 • Fax (973) 740-1084

New York, New York • (212) 682-2552 / Jersey City, New Jersey • (201) 938-1610

E-mail [rlnjo@aol.com](mailto:rlnjo@aol.com) • Website [www.rayfield-licata.com](http://www.rayfield-licata.com)

BARNARD JACOBS MELLET (USA) LLC

STATEMENT OF FINANCIAL CONDITION

MARCH 31, 2008

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ASSETS

ASSETS

|                                       |                |
|---------------------------------------|----------------|
| Cash                                  | \$ 29,453      |
| Deposit with clearing organization    | 109,288        |
| Receivable from clearing organization | 10,601,181     |
| Securities owned                      | 237,867        |
| Prepaid compensation                  | 378,562        |
| Equipment and improvements            | 50,769         |
| Other assets                          | <u>139,500</u> |

|              |                     |
|--------------|---------------------|
| Total assets | <u>\$11,546,620</u> |
|--------------|---------------------|

LIABILITIES AND MEMBERS' EQUITY

LIABILITIES

|                                    |               |
|------------------------------------|---------------|
| Accrued expenses                   | \$756,089     |
| Securities sold, not yet purchased | <u>55,969</u> |

|                   |            |
|-------------------|------------|
| Total liabilities | \$ 812,058 |
|-------------------|------------|

MEMBERS' EQUITY

10,734,562

|                                       |                     |
|---------------------------------------|---------------------|
| Total liabilities and members' equity | <u>\$11,546,620</u> |
|---------------------------------------|---------------------|

See Notes to financial statements

BARNARD JACOBS MELLET (USA) LLC

NOTES TO STATEMENT OF FINANCIAL CONDITION

MARCH 31, 2008

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NOTE 1 - BUSINESS OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Business Operations

The Company, a majority owned subsidiary of a foreign investment holding company, is a limited liability company organized pursuant to the New York Limited Liability Company Laws. The Company is a registered broker/dealer under the Securities Exchange Act of 1934 and a member of the Financial Industry Regulatory Authority. The Company's principal lines of business are providing brokerage services to institutional investors primarily related to the stock market of South Africa and proprietary trading activities.

B. Securities Transactions

The Company has a clearing agreement with a financial institution whereby the financial institution clears transactions for the Company and its customers and carries such accounts on a fully disclosed basis as customers of the financial institution. Accordingly, the Company does not carry customer accounts and does not receive, deliver or hold cash or securities in connection with such transactions.

Securities transactions are recorded on the trade date as if they had settled. Profit and loss arising from all securities entered into for the account and risk of the Company are recorded on a trade date basis.

Amounts receivable and payable for securities transactions that have not reached their settlement dates are recorded net on the statement of financial condition.

Securities owned and securities sold, not yet purchased are stated at quoted market values.

C. Fair Value of Financial Instruments

The fair value of all financial instruments is estimated to be their carrying values as all financial instruments are either at market or short term in nature.

D. Translation of Foreign Currencies

Assets and liabilities denominated in foreign currencies are translated at year end rates of exchange.

E. Equipment and Improvements

Equipment, furniture and fixtures and improvements are carried at

BARNARD JACOBS MELLET (USA) LLC

NOTES TO STATEMENT OF FINANCIAL CONDITION

MARCH 31, 2008

cost less accumulated depreciation. Depreciation is provided by using the straight line method over the estimated useful lives of the assets (five to ten years).

F. Stock-Based Compensation

The Company accounts for stock-based compensation using the fair value based method, whereby, compensation cost is measured at the grant date based on the value of the award and is recognized on a pro rata basis during the period of service.

G. Income Taxes

The Company has elected to be treated as a partnership for tax purposes, therefore no provision has been made in the financial statements for Federal and state income taxes pursuant to the provisions of the Internal Revenue Code applicable to partnerships.

H. Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Accordingly, actual results could differ from those estimates.

NOTE 2 - DEPOSIT WITH CLEARING ORGANIZATION

The Company is required to maintain a deposit with its clearing organization. As of March 31, 2008, the deposit was maintained in a non-interest bearing deposit account with this financial institution.

NOTE 3 - RECEIVABLE FROM CLEARING ORGANIZATION

Receivable from clearing organization consists primarily of cash and equivalents balances maintained by the Company with this financial institution to cover its securities transactions.

NOTE 4 - SECURITIES OWNED AND SECURITIES SOLD, NOT YET PURCHASED

Securities owned and securities sold, not yet purchased consist of

|               | <u>Securities<br/>Owned</u> | <u>Securities Sold,<br/>Not Yet Purchased</u> |
|---------------|-----------------------------|---|
| Foreign bonds | \$204,850                   | \$55,400                                      |

## BARNARD JACOBS MELLET (USA) LLC

## NOTES TO STATEMENT OF FINANCIAL CONDITION

MARCH 31, 2008

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|                  |                  |                 |
|------------------|------------------|-----------------|
| Domestic bonds   | 29,250           |                 |
| Foreign equities | <u>3,767</u>     | <u>569</u>      |
| Total            | <u>\$237,867</u> | <u>\$55,969</u> |

## NOTE 5 - EQUIPMENT AND IMPROVEMENTS

Equipment and improvements consist of

|                          |                  |
|--------------------------|------------------|
| Equipment                | \$382,504        |
| Furniture and fixtures   | 90,473           |
| Improvements             | <u>28,877</u>    |
|                          | 501,854          |
| Accumulated depreciation | <u>(451,085)</u> |
| Total                    | <u>\$ 50,769</u> |

## NOTE 6 - RELATED PARTY TRANSACTIONS

Management and research fees of \$732,000 were charged by the majority member of the Company.

During 2008, the Company paid \$1 million to the estate of a former corporate officer.

In a prior year, the Company implemented a stock-based compensation plan. Pursuant to the plan, the Company and certain eligible employees enter into agreements on an annual basis with its majority member whereby these Company employees are granted stock in the majority member's corporation. The shares granted to the employees vest and are immediately transferred to the employees in two years subject to specified levels of employment service. The cost of the stock grants is fully funded by the Company on each vesting date. The following table summarizes the activity under the stock-based compensation plan

|                                      | <u>Shares</u>    |
|--------------------------------------|------------------|
| Outstanding grants at April 1, 2007  | 659,100          |
| New shares granted                   | 570,500          |
| Shares vested                        | <u>(867,500)</u> |
| Outstanding grants at March 31, 2008 | <u>362,100</u>   |

For the year ended March 31, 2008, the Company paid its majority member approximately \$517,000 for the shares vested and delivered to its employees.



BARNARD JACOBS MELLET (USA) LLC

NOTES TO STATEMENT OF FINANCIAL CONDITION

MARCH 31, 2008

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The outstanding grants at March 31, 2008 are scheduled to vest during the year ending March 31, 2009. As of March 31, 2008, approximately \$129,000 of compensation cost related to these outstanding grants has not yet been recognized. Such costs will be recorded over the remaining vesting period.

The statement of financial condition includes approximately \$129,000 as a component of accrued expenses for the Company's stock-based compensation plan.

For the year ended March 31, 2008, approximately \$453,000 was recorded as compensation expense related to the above stock-based compensation. The weighted average cost per share to the Company was approximately \$.60 per share.

NOTE 7 - EMPLOYEE SAVINGS PLAN

The Company sponsors an employee savings plan under section 401(k) of the Internal Revenue Code. The plan covers all employees. The Company made no contributions to the plan during the year ended March 31, 2008.

NOTE 8 - RISKS AND UNCERTAINTIES

A. Credit Risks

The Company maintains its cash balances in a checking account with a financial institution in excess of the FDIC insured limits. The Company does not anticipate non-performance by the financial institution.

The Company is engaged in various types of brokerage activities servicing a diverse group of primarily institutional investors. Customers' securities transactions are cleared through a financial institution on a fully disclosed basis. These activities may expose the Company to off balance sheet risk in the event the customers are unable to fulfill their contractual obligations. As a result, the Company's exposure to credit risk can be directly impacted by volatile markets which may impair the customers' ability to satisfy their obligations.

The agreement between the Company and the financial institution provides that the Company is obligated to assume any exposure related to non-performance by its customers. Management monitors information it receives from the financial institution on a daily basis and continually evaluates the financial condition and credit standing of its customers to reduce the risk of loss.

BARNARD JACOBS MELLET (USA) LLC

NOTES TO STATEMENT OF FINANCIAL CONDITION

MARCH 31, 2008

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B. Other

The Company has also sold securities that it does not currently own and will therefore be obligated to purchase such securities at a future date. The Company has recorded these obligations in the financial statement at March 31, 2008 at market values of the related securities and will incur a loss if the market value of the securities increases subsequent to March 31, 2008.

In addition, the Company's investments in foreign securities may involve risks not present in domestic investments. Since securities may be denominated in a foreign currency and may require settlement in foreign currencies and pay interest or dividends in foreign currencies, changes in the relationship of these foreign currencies to the U.S. dollar can significantly affect the value of the investments and earnings of the Company. Foreign investments may also subject the Company to foreign government exchange restrictions, expropriation, taxation or other political, social or economic developments, all of which could affect the market risk of the investments.

NOTE 9 - LEASE COMMITMENTS

The Company leases office space under operating leases which expire through September 2010. Rent expense was approximately \$210,000 for the year ended March 31, 2008. Future minimum rental payments are as follows

|                        |      |                  |
|------------------------|------|------------------|
| Years ending March 31, | 2009 | \$213,100        |
|                        | 2010 | 192,100          |
|                        | 2011 | <u>88,100</u>    |
|                        |      | <u>\$493,300</u> |

NOTE 10 - REGULATORY REQUIREMENTS

The Company is subject to the Uniform Net Capital Rule pursuant to Rule 15c3-1 under the Securities Exchange Act of 1934 which requires the maintenance of minimum net capital, as defined, equal to the greater of \$100,000 or 6-2/3% of aggregate indebtedness, as defined. At March 31, 2008, the Company had net capital of \$9,698,640 in excess of its required net capital minimum limit of \$100,000. The Company's ratio of aggregate indebtedness to net capital was .08 to 1.

# Rayfield & Licata

Certified Public Accountants

JOSEPH A. LICATA Sr.\*  
JOSEPH A. SPERANZA\*  
ROBERT R. ROSS\*  
JOSEPH A. LICATA\*  
CHRISTOPHER D. LICATA\*  
EDWARD J. LINDER\*

\* CPA - NJ, NY

## Members

Barnard Jacobs Mellet (USA) LLC

## Independent Auditors' Report On Internal Control

In planning and performing our audit of the financial statements of Barnard Jacobs Mellet (USA) LLC, as of and for the year ended March 31, 2008, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13 or in complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

354 Eisenhower Parkway • Livingston, New Jersey 07039 • (973) 740-0200 • Fax (973) 740-1084

New York, New York • (212) 682-2552 / Jersey City, New Jersey • (201) 938-1610

E-mail [rlnjo@aol.com](mailto:rlnjo@aol.com) • Website [www.rayfield-licata.com](http://www.rayfield-licata.com)

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at March 31, 2007 to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, Management, the SEC, the Financial Industry Regulatory Authority and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

*Rayfield & Licata*

April 22, 2008  
Livingston, New Jersey

**END**